

B6 Summary (Official Form 6 - Summary) (12/07)

United States Bankruptcy Court
Southern District of California

In re NO FEAR MX, INC., a California corporation

Debtor

Case No. 11-02897Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	3	463,295.23		
C - Property Claimed as Exempt	Yes	1			
D - Creditors Holding Secured Claims	Yes	1		0.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		69.12	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	10		6,967,856.27	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	Yes	1			0.00
J - Current Expenditures of Individual Debtor(s)	Yes	1			0.00
Total Number of Sheets of ALL Schedules		22			
Total Assets			463,295.23		
Total Liabilities				6,967,925.39	

Form 6 - Statistical Summary (12/07)

United States Bankruptcy Court
Southern District of California

In re NO FEAR MX, INC., a California corporation

Debtor(s)

Case No. 11-02897Chapter 11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

☒ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	\$
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	\$69.12
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	\$
Student Loan Obligations (from Schedule F)	\$
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	\$
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	\$
TOTAL	\$

State the following:

Average Income (from Schedule I, Line 16)	\$
Average Expenses (from Schedule J, Line 18)	\$
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	\$

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		\$0.00
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column.	\$69.12	
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		\$0.00
4. Total from Schedule F		\$6,969,856.27
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		\$6,969,856.27

B6A (Official Form 6A) (12/07)

In re NO FEAR MX, INC., a California corporationCase No. 11-02897Debtor**SCHEDULE A - REAL PROPERTY**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total >	0.00	(Total of this page)
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Total >	0.00
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(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

B6B (Official Form 6B) (12/07)

In re NO FEAR MX, INC., a California corporationCase No. 11-02897

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		City National Bank Operating Checking Account - 9944	-	6,660.41
		City National Bank Payroll Account - 4966	-	0.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > 6,660.41
(Total of this page)

2 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re NO FEAR MX, INC., a California corporationCase No. 11-02897

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		183,625 shares of capital stock of MX No Fear Europe S.A.S.	-	Unknown
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		See Attachment B-16	-	279,126.49
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Aged Accounts Reveivables sent to collection	-	18,237.68

Sub-Total > 297,364.17
(Total of this page)

Sheet 1 of 2 continuation sheets attached
to the Schedule of Personal Property

No Fear MX, Inc.
Attachment to Schedule B-16

Customer	Customer Name	Balance
20004	21 RIDE SHOP	\$ 1,262.55
610001	619 UNDERGROUND CLOTHIN	\$ 689.14
720001	723 INDUSTRIES	\$ 1,152.14
9F0001	9 FIVE 1	\$ 714.82
A0007	AAFES COM	\$ 15.00
A0292	RAZORS EDGE	\$ 477.84
AD0007	ADRENALINE CLOTHING STORES	\$ 3,762.00
AM0007	AMIGOS FASHION	\$ 153.50
AS0001	ASHTIES BEACH SHACK	\$ 2,180.25
B0358	BLUE BEACH BOARD SHOP	\$ 31.00
B0368	BEACH HUT	\$ 850.23
B0373	BJ'S SPORTS CENTER	\$ 1,220.50
B0387	BLANCO VELEZ STORES INC	\$ 383.88
B0428	BIKEs STORE LTDA	\$ 875.00
BA0004	BAXLEYS MOTORCYCLES & ATV	\$ 265.54
BE0013	BENTONVILLE HONDA POWERSPORTS	\$ 109.94
BE0017	BELLA VITA SALON	\$ 349.03
BJ0001	BJ COLLECTION	\$ 85.29
BJ0002	BJ CLOTHES	\$ 1,661.34
BR0005	B R & B SERVICES	\$ 127.85
C0556	CLOTHING INC	\$ 171.00
D0142	M & W POWERSPORTS	\$ 50.85
D0166	DENNIS KIRK	\$ 12.51
DE0006	DENIM PALACE INC	\$ 791.97
DI0007	DIVA'S CLOSET	\$ 40.30
DI0008	DIRT WERKZ	\$ 630.00
EA0002	EASY EDDIES	\$ 411.90
EP0004	EPIC MENS WEAR	\$ 1,578.25
F0023	NAVY EXCHANGE SERVICE COMM.	\$ 5,523.00
F0063	THE FIRST RESORT	\$ 53.09
F0220	FLOYDS ACE HOMECENTER	\$ 189.39
FM0002	FMF INTERNATIONAL	\$ 677.13
FO0007	FOOTBALL FANATICS	\$ 1,925.65
G0015	GARY'S STREET & TRAIL	\$ 901.36
G0141	GOOD TIMES KAWASAKI SUZUKI	\$ 13.44
G0167	GLOBAL MOTO OUTLET	\$ 13,378.38
GR0003	THE EDGE CUSTOM SHOP	\$ 1,171.58
HA0008	HARBOR CLOTHING	\$ 2,772.89
HA0017	UNTAMED CLOTHING CO. dba	\$ 3,675.10
HI0009	HI DESERT SHOES- VICTORVILLE	\$ 768.14
HI0011	HIP HOP EXCHANGE	\$ 6,146.31
I0116	ONTARIO BEACH WEAR	\$ 2,620.70
IN0013	INLAND BOARDSHOP OF TYLER	\$ 997.98
JE0001	JEFF HUNT SURFBOARDS	\$ 250.00
JE0002	JEANS PLUS	\$ 8.34
K0147	KALIFORNIA TANZ & SPORTS WEAR	\$ 457.33
K0185	KOOL THREADZ	\$ 1,203.54
KA0005	KART KING CREATIONS	\$ 834.00
KA0008	KAUAI KRAZE	\$ 239.50
KE0002	KELLY'S MOTORCYCLE ACCESSORIES	\$ 450.00
LI0011	LITTLE BLACK DRESS LLC	\$ 546.16
M0251	SHIRTIQUE/MOJOS	\$ 33.27
M0419	MOLOKAI SURF	\$ 301.79
M0435	MT HOLLY SUZUKI KAWASAKI	\$ 1,111.25

Customer	Customer Name	Balance
M0473	MOSES FOR MEN	\$ 349.17
ME0002	MENS HOUSE	\$ 342.99
ME0006	MENS TOWN	\$ 3,408.87
MI0015	MIRAGE MOTORSPORTS	\$ 2,775.81
MI0016	MILLENNIUM OUTLET	\$ 129.16
MO0025	MOXIE MX	\$ 482.00
MO0040	MOTORCYCLES PERIOD	\$ 590.47
MU003	MUNDO CROSS	\$ 680.12
N0297	MAZZEI, INC.	\$ 882.80
NA0006	NAUTICAL PARTS & APPAREL	\$ 2,075.66
NO0012	VIP CLOTHING-Escondido	\$ 2,367.51
O0108	OUT SPORTIN	\$ 211.03
OU0006	OUTER LIMITS	\$ 1,363.33
P0313	PACIFIC SHORES BOARDSHOP	\$ 2,046.40
P0335	TWO 2 MANGO	\$ 5,508.40
PA0004	PALA RACEWAY	\$ 449.67
PE0004	STYLZ BY PERFORMANCE AUTO #1	\$ 2,273.61
PR0015	PRINCE MARKET	\$ 675.42
R0245	RAZOR SPORTS	\$ 4,019.00
R0262	RACIN STATION	\$ 664.46
RA0004	RAVE X	\$ 1,171.30
RA0008	RAGS INC	\$ 758.00
RA0010	RACI THREDZ	\$ 13,003.95
RE0004	RETRO WEAR	\$ 2,609.86
RI0007	RIVER RAGS	\$ 3,495.37
RT0002	RTX MOTORSPORTS	\$ 608.50
S0234	SPORTS DOMINATOR	\$ 5,961.69
S0819	SPEED AND TRACK WORLD	\$ 296.57
SH0005	EMINENT SANTA ROSA	\$ 4,557.18
SK0013	SKIN EL CAJON	\$ 471.70
SO0005	SO CAL STYLES	\$ 3,577.22
SO0011	SPORTSWEAR MART INC	\$ 2,396.90
SO0012	SPY/ORANGE 21	\$ 1,083.54
SO0021	SOUTHERN SWAG, dba	\$ 5,282.72
T0385	BJ MOTORSPORTS LLC	\$ 1,351.62
T0395	ULTIMATE GEAR	\$ 2,044.00
TH0006	THE SHOP	\$ 2,411.09
TH0011	THE CHAMBER	\$ 9,090.50
TO003	TOO MUCH FUN PROMOTIONS	\$ 91.47
TR0002	THREADS	\$ 7,235.70
TR0008	TRENDS	\$ 392.88
TR0009	THE LAST STAND, INC.	\$ 765.95
TR0015	TRENDZ	\$ 1,006.44
TU0001	TURBO GRAFFIX	\$ 2,888.31
UP0001	UPTOWN FASHION FAIR	\$ 2,140.54
W0263	WORLD OF JEANS & TOPS	\$ 6,557.50
WE0008	WEST SIDE CLOTHING	\$ 2,711.54
WI0007	WINK BOUTIQUE	\$ 1,166.67
XT0005	XTREME FASHION	\$ 3,499.68
		\$ 186,227.21

Customer	Customer Name	Balance
NO0003	NO FEAR MX EUROPE SAS	\$ 24,094.06
NO0023	NO FEAR MX EMPLOYEE SALES	\$ 73.41
NO0031	NO FEAR RETAIL INC	\$ 68,731.81
		\$ 92,899.28

TOTAL:**\$ 279,126.49**

B6B (Official Form 6B) (12/07) - Cont.

In re NO FEAR MX, INC., a California corporationCase No. 11-02897

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.		Clothing, sports equipment and accessories. Inventory located at 1812 Aston Ave., Carlsbad, CA	-	159,270.65
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total > 159,270.65
 (Total of this page)
 Total > 463,295.23

Sheet 2 of 2 continuation sheets attached
 to the Schedule of Personal Property

(Report also on Summary of Schedules)

B6D (Official Form 6D) (12/07)

In re NO FEAR MX, INC., a California corporationCase No. 11-02897Debtor**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D, N A T U R E O F L I E N, A N D D E S C R I P T I O N A N D V A L U E O F P R O P E R T Y S U B J E C T T O L I E N	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M W I T H O U T D E D U C T I N G V A L U E O F C O L L A T E R A L	U N S E C U R E D P O R T I O N, I F A N Y
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)								
Total (Report on Summary of Schedules)							0.00	0.00

0 continuation sheets attached

In re NO FEAR MX, INC., a California corporationCase No. 11-02897Debtor**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (4/10) - Cont.

In re NO FEAR MX, INC., a California corporationCase No. 11-02897

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)Taxes and Certain Other Debts
Owed to Governmental Units

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	D I S P U T E D	U N L I Q U I D A T E D	C O N T I N G E N T	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.								
Employment Development Departm Bankruptcy Group MIC 92E P.O. Box 826880 Sacramento, CA 94280-0001		-					0.00	0.00
Account No.								
Franchise Tax Board Bankruptcy Unit Post Office Box 2952 Sacramento, CA 95812		-					0.00	0.00
Account No.								
Internal Revenue Service Insolvency I Stop 5022 300 North Los Angeles St., Rm Los Angeles, CA 90012-9903		-					0.00	0.00
Account No.								
State Board of Equalization P.O. Box 942879 Sacramento, CA 94279-6001		-					69.12	69.12
Account No.								
Subtotal							0.00	0.00
(Total of this page)							69.12	69.12
Total							0.00	0.00
(Report on Summary of Schedules)							69.12	69.12

Sheet 1 of 1 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6F (Official Form 6F) (12/07)

In re NO FEAR MX, INC., a California corporationCase No. 11-02897Debtor**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Trade Debt				
Action Freight International 16403 Ishida Avenue Gardena, CA 90248	-					4,396.06
Account No.		Trade Debt				
AFCO Dept LA 21315 Pasadena, CA 91185	-					5,728.80
Account No.						
AKA International, Inc. 1200 South 192nd Street #103 Seattle, WA 98148	-					115.00
Account No.						
Avery Dennison 15178 Collections Center Drive Chicago, IL 60693	-					18.64
Subtotal (Total of this page)						10,258.50

9 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re NO FEAR MX, INC., a California corporationCase No. 11-02897

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
Blue Berry book 10530 Whittier Boulevard Suite 201 Whittier, CA 90606		-					39.00
Account No.							
Carlos Del Olmo 339 North Hobart Boulevard Los Angeles, CA 90004		-					28.71
Account No.							
Cox Communications Post Office Box 53214 Phoenix, AZ 85072		-					0.00
Account No.			Trade Debt				
Creative Clothing Connection 1236 Activity Drive Suite B Vista, CA 92081		-					11,100.00
Account No.							
DHL Express (USA), Inc. 16592 Collections Center Drive Chicago, IL 60693		-					129.44
Sheet no. <u>1</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							11,297.15

B6F (Official Form 6F) (12/07) - Cont.

In re NO FEAR MX, INC., a California corporationCase No. 11-02897

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
DirectTV Post Office Box 60036 Los Angeles, CA 90060	-					0.00
Account No.						
DNF 3 LLC dba The Flight Zone 3960 Howard Hughes Pkwy., #150 Las Vegas, NV 89169	-					1,282.23
Account No.		Trade Debt				
Empire Corporation 3820 Oceanic Drive Oceanside, CA 92056	-					27,276.56
Account No.						
Factory Direct International 337 South Main Street Post Office Box 773 Findlay, OH 45840	-					57.85
Account No.						
Gary Paine 43094 Teramo Street Temecula, CA 92592	-					975.00
Sheet no. <u>2</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						29,591.64

B6F (Official Form 6F) (12/07) - Cont.

In re NO FEAR MX, INC., a California corporationCase No. 11-02897

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
Global Icons, Inc. Attn: John Bickenbach 12400 Wilshire Blvd., #1400 Los Angeles, CA 90025		-					145.93
Account No.							
Global Knitting Mills USA, Inc 340 West 26th Street Suite F National City, CA 91950		-					465.00
Account No.							
GXS, Inc. Post Office Box 198145 Atlanta, GA 30384		-					250.04
Account No.							
Hand Light Industry Co., Ltd. 96 Tai Tzu Rd., Jen Tzu Tsuen Jen Te Hsiang 717 Tainan Hsien, Taiwan		-					124.50
Account No.			Trade Debt				
Hyunjin Corporation 886-8 Hwagok 2 Dong Kangseo- Ku Seoul Republic of Korea		-					16,441.19
Sheet no. <u>3</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							17,426.66

Case No. 11-02897

(Continuation Sheet)

Best Case Bankruptcy

B6F (Official Form 6F) (12/07) - Cont.

In re NO FEAR MX, INC., a California corporationCase No. 11-02897

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Trade Debt				
Jido & Juniar, Inc. dba N&L Productions 6214 Topiary Street Carlsbad, CA 92009		-					43,466.00
Account No.			Trade Debt				
K-Dub Racing, Inc. Attn: Kevin Windham 1642 Ash Road Centreville, MS 39631		-					74,333.36
Account No.			Trade Debt				
KBC America 2830 North Ontario Street Burbank, CA 91504		-					79,340.00
Account No.			Trade Debt				
KPMG LLP Department 0939 Post Office Box 120001 Dallas, TX 75312-0564		-					4,500.00
Account No.			Trade Debt				
Lamb Screen Printing, Inc. 230-C Roymar Road Oceanside, CA 92054		-					7,503.18
Sheet no. <u>5</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							209,142.54

B6F (Official Form 6F) (12/07) - Cont.

In re NO FEAR MX, INC., a California corporation

Case No. 11-02897

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B I T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. LC Financial Post Office Box 9246 Van Nuys, CA 91409		-					15.00
Account No. Lem SRL Via Roma 57 21020 Daverio VA Italy		-	Trade Debt				23,599.23
Account No. Mage Design LLC 2922 Pico Boulevard Santa Monica, CA 90405		-	Trade Debt				91,211.01
Account No. No Fear Retail Stores, Inc. 1812 Aston Avenue Carlsbad, CA 92008		-					600,877.37
Account No. Racer X Illustrated 122 Vista Del Rio Drive Morgantown, WV 26508		-	Trade Debt				4,140.00
Sheet no. <u>6</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page) 719,842.61

B6F (Official Form 6F) (12/07) - Cont.

In re NO FEAR MX, INC., a California corporationCase No. 11-02897

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C					
Account No. RD Packaging Post Office Box 722584 San Diego, CA 92172	-						3,670.88
Account No. Silver Triangle Industries 11211 Sorrento Valley Road Suite I San Diego, CA 92121	-		Trade Debt				47,833.90
Account No. Simo Holdings, Inc. 1812 Aston Avenue Carlsbad, CA 92008	-						73,202.87
Account No. Skiva Graphics Screenprinting 2258 Rutherford Road Carlsbad, CA 92008	-						2,919.32
Account No. Time Warner Cable Post Office Box 60506 City of Industry, CA 91716	-						303.75
Sheet no. <u>7</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							127,930.72

B6F (Official Form 6F) (12/07) - Cont.

In re NO FEAR MX, INC., a California corporationCase No. 11-02897

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			Trade Debt				
Tommy Searle c/o Wasserman Media Group 2052 Corte del Nogal, Suite150 Carlsbad, CA 92011		-					21,000.00
Account No.							
United Parcel Service Post Office Box 894820 Los Angeles, CA 90189		-					331.59
Account No.							
UPS Supply Chain Solutions, In 28013 Network Place Chicago, IL 60673		-					2,239.30
Account No.			Trade Debt				
Verdi Travel, Inc. 721 B North Shirk Road Visalia, CA 93291		-					4,445.00
Account No.			Trade Debt				
YHC Co. B412 SK Twin Tech Tower 345-9 KAasan- Dong Seoul Republic of Korea		-					119,620.35
Sheet no. <u>8</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							147,636.24

B6F (Official Form 6F) (12/07) - Cont.

In re NO FEAR MX, INC., a California corporation

Case No. 11-02897

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B I T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Note Payable				
Ying Kou Kang Jun Qinglongshan Avenue Bayuquan District, Yingkou Liaoning 115007 China		-				30,583.42
Account No.						
Account No.						
Account No.						
Account No.						

Sheet no. 9 of 9 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

30,583.42

Total
(Report on Summary of Schedules)

6,967,856.27

B6G (Official Form 6G) (12/07)

In re NO FEAR MX, INC., a California corporationCase No. 11-02897Debtor**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
J.T.M.X., LLC 1812 Aston Ave Carlsbad, CA 92008	Asset and Stock Purchase Agreement dated July 11, 2007
J2, LLC 1812 Aston Ave Carlsbad, CA 92008	Asset and Stock Purchase Agreement dated July 11, 2007
Jeffrey Surwall 1812 Aston Ave Carlsbad, CA 92008	Asset and Stock Purchase Agreement dated July 11, 2007
Tommy Searle 1545 Faraday Ave, Ste 101 Carlsbad, CA 92008	Sponsorship Agreement, dated December 23, 2010

B6H (Official Form 6H) (12/07)

In re NO FEAR MX, INC., a California corporationCase No. 11-02897Debtor**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR

NAME AND ADDRESS OF CREDITOR

B6 Declaration (Official Form 6 - Declaration). (12/07)

**United States Bankruptcy Court
Southern District of California**

In re NO FEAR MX, INC., a California corporation

Debtor(s)

Case No. 11-02897

Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Executive Officer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 24 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date March 28, 2011

Signature /s/ Mark Simo

Mark Simo

Chief Executive Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

B7 (Official Form 7) (04/10)

United States Bankruptcy Court
Southern District of California

In re NO FEAR MX, INC., a California corporation

Debtor(s)

Case No. 11-02897Chapter 11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None

☐ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$1,421,240.00	2011 YTD:
\$2,253,803.00	2010:
\$2,388,391.00	2009:

2. Income other than from employment or operation of business

None

☒ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
--------	--------

3. Payments to creditors

None

Complete a. or b., as appropriate, and c.

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS
OF CREDITORDATES OF
PAYMENTS

AMOUNT PAID

AMOUNT STILL
OWING

None

b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR

DATES OF
PAYMENTS/
TRANSFERSAMOUNT
PAID OR
VALUE OF
TRANSFERS
\$0.00AMOUNT STILL
OWING
\$0.00

See Attachment to Sofa 3b

None

c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND
RELATIONSHIP TO DEBTOR

DATE OF PAYMENT

AMOUNT PAID
\$0.00AMOUNT STILL
OWING
\$0.00

See Attachment to SOFA 3c

4. Suits and administrative proceedings, executions, garnishments and attachments

None

a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT
AND CASE NUMBERNATURE OF
PROCEEDING
Breach of
ContractCOURT OR AGENCY
AND LOCATION
Superior Court of the State of California,
County of San Diego
North County Division
325 South Melrose Drive, Suite 1000
Vista, CA 92081STATUS OR
DISPOSITION
Filed January
5, 2011Dragon Alliance, LLC and Dragon Optical, Inc. v. No
Fear, Inc.; Simo Holdings, Inc.; No Fear Retail
Stores, Inc.; No Fear MX, Inc.
Case No. 37-2011-00050083-CU-BC-NC.National Credit Control Agency, Inc. v. No Fear
Retail Stores, Inc. aka No Fear MX, Inc. aka No
Fear Racing, Inc., et al.
Case No. BC 452500Complaint for
MoneySuperior Court of the State of California,
Stanley Mosk Courthouse
Limited Civil Case
110 North Grand Avenue
Los Angeles, CA 90012Filed January
5, 2011Ying Kou Kang Jin Sewing Products Co., Ltd. v. No
Fear MX, Inc.
Case No. CGC-10-506027Breach of
ContractSuperior Court of the State of California
San Francisco County Superior Court
400 McAllister Street
San Francisco, CA 94102Filed
December 10,
2010

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

NO FEAR MX, INC., CHECK REGISTER
ATTACHMENT TO SOFA 3b

Check #	Check Date	Vendor Name	Payee	Payee Name	Check Amount
1530	12/6/2010	DERRICK NGUYEN		DERRICK NGUYEN	4,394.06
1531	12/6/2010	BRENT CRAWFORD	B0119	BRENT CRAWFORD	88.17
1532	12/6/2010	TROY WALLACE	TR0022	TROY WALLACE	1,137.24
1533	12/6/2010	CARLOS DEL OLMO	CA0002	CARLOS DEL OLMO	63.62
1534	12/6/2010	IVAN SEVART	IV0001	IVAN SEVART	103.50
1535	12/8/2010	JULES BERLIN AGENCY	J0009	JULES BERLIN AGENCY	8,804.00
1536	12/8/2010	JULES BERLIN AGENCY	J0009	JULES BERLIN AGENCY	2,864.00
1537	12/9/2010	GOGO DISPLAYS	GO0001	GOGO DISPLAYS	620.52
1538	12/9/2010	JEFF SURWALL	J0004	JEFF SURWALL	10,000.00
1539	12/9/2010	JEFF SURWALL	J0004	JEFF SURWALL	6,000.00
1540	12/13/2010	YING KOU KANG JUN	YI0002	YING KOU KANG JIN SEWING PRODUC	5,000.00
1541	12/13/2010	US BANK	US0004	US BANK	1,969.19
1542	12/16/2010	MOTORCYCLE CLOSEOUTS LLC	MO0006	MOTORCYCLE CLOSEOUTS LLC	21.60
1543	12/16/2010	JAMIE SHAFFER	JA0025	JAMIE SHAFFER	184.00
1544	12/16/2010	STEVE CERECEDES	ST0002	STEVE CERECEDES	341.63
1545	12/16/2010	BRENT CALLIGER	BR0002	BRENT CALLIGER	991.79
1546	12/23/2010	COASTAL SUPPLY COMPANY INC	VI0001	COASTAL SUPPLY COMPANY INC	2,289.00
WIRE1203	12/3/2010	HYUN JIN	HY0001	HYUN JIN	7,855.60
WIRE1209	12/9/2010	HYUN JIN	HY0001	HYUN JIN	20,000.00
WIRE1214	12/14/2010	HYUN JIN	HY0001	HYUN JIN	20,000.00
WIRE1223	12/23/2010	TSI INTERNATIONAL CO	TS0001	TSI INTERNATIONAL CO	9,150.84
WIRE120910	12/9/2010	TSI INTERNATIONAL CO	TS0001	TSI INTERNATIONAL CO	20,000.00
WIRE121410	12/14/2010	TSI INTERNATIONAL CO	TS0001	TSI INTERNATIONAL CO	15,000.00
1547	1/4/2011	FRANCHISE TAX BOARD	FR0008	FRANCHISE TAX BOARD	338.32
1548	1/6/2011	DT 1 RACING	VE0001	VERDI TRAVEL INC	889.00
1549	1/10/2011	DERRICK NGUYEN	DE0001	DERRICK NGUYEN	1,720.40
1550	1/10/2011	CARLOS DEL OLMO	CA0002	CARLOS DEL OLMO	737.91
1551	1/10/2011	IVAN SEVART	IV0001	IVAN SEVART	68.45
1552	1/11/2011	PACIFIC BARCODE INC	P0144	PACIFIC BARCODE INC	196.31
1553	1/17/2011	FRANCHISE TAX BOARD	FR0008	FRANCHISE TAX BOARD	96.00
1554	1/20/2011	AFCO	A0144	AFCO	2,864.40
1564	2/10/2011	JULES BERLIN AGENCY	J0009	JULES BERLIN AGENCY	2,500.00
1565	2/15/2011	***LAMB SCREEN PRINTING INC	LA0005	***LAMB SCREEN PRINTING INC	5,000.00
1566	2/15/2011	***EMPIRE CORPORATION	EM0001	***EMPIRE CORPORATION	5,201.79
WIRE22411	2/24/2011	TSI INTERNATIONAL CO	TS0001	TSI INTERNATIONAL CO	20,660.84
WIRE021611	2/16/2011	JULES BERLIN AGENCY	J0009	JULES BERLIN AGENCY	7,532.00
WIRE022311	2/23/2011	BRIAN SIMO	BR0003	BRIAN SIMO	30,371.78
WIRE022411	2/24/2011	***GXS INC	GX0001	***GXS INC	985.52
WIRE22411A	2/24/2011	MARK SIMO	MA0001	MARK SIMO	12,671.00

No Fear MX, Inc.
Attachment to SOFA 3c

Check Date	Check #	Payee Name	Check Amount	
2/11/2010	1543	BRIAN SIMO	15,185.89	Payroll
11/19/2010	1310	BRIAN SIMO	9,063.20	Payroll
12/3/2010	58174	BRIAN SIMO	7,302.30	Payroll
12/3/2010	1366	BRIAN SIMO	16,106.80	Payroll
12/17/2010	1409	BRIAN SIMO	16,106.80	Payroll
12/30/2010	1451	BRIAN SIMO	16,106.80	Payroll
1/14/2011	1482	BRIAN SIMO	15,185.89	Payroll
1/28/2011	1513	BRIAN SIMO	15,185.89	Payroll
2/23/2011	WIRE022311	BRIAN SIMO	30,371.78	Payroll
6/29/2010	1226	KENNETH AURIGEMMA	602.53	Expenses
7/30/2010	1241	KENNETH AURIGEMMA	530.80	Expenses
11/8/2010	1511	KENNETH AURIGEMMA	3,200.93	Expenses
2/11/2010	60001	KENNETH AURIGEMMA	3,411.48	Payroll
11/19/2010	1307	KENNETH AURIGEMMA	3,378.46	Payroll
12/3/2010	1365	KENNETH AURIGEMMA	3,652.21	Payroll
12/17/2010	1408	KENNETH AURIGEMMA	3,652.21	Payroll
12/30/2010	520001	KENNETH AURIGEMMA	3,652.21	Payroll
1/14/2011	20001	KENNETH AURIGEMMA	3,411.49	Payroll
1/28/2011	40001	KENNETH AURIGEMMA	3,411.50	Payroll
11/19/2010	1311	MARK SIMO	6,830.29	Payroll
12/3/2010	1367	MARK SIMO	6,830.29	Payroll
12/17/2010	1410	MARK SIMO	6,830.29	Payroll
12/30/2010	1452	MARK SIMO	6,830.29	Payroll
1/14/2011	1483	MARK SIMO	6,335.50	Payroll
1/28/2011	1514	MARK SIMO	6,335.50	Payroll
2/11/2011	1544	MARK SIMO	6,335.50	Payroll
2/24/2011	WIRE22411A	MARK SIMO	12,671.00	Payroll
2/11/2010	60002	Scott Benjamin	5,429.11	Payroll
11/19/2010	1308	Scott Benjamin	5,891.15	Payroll
12/3/2010	480001	Scott Benjamin	5,891.16	Payroll
12/17/2010	500001	Scott Benjamin	5,891.15	Payroll
12/30/2010	520002	Scott Benjamin	5,891.16	Payroll
1/14/2011	20002	Scott Benjamin	5,429.11	Payroll
1/28/2011	40002	Scott Benjamin	5,429.12	Payroll

- None ☐ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

- None ☐ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

- None ☐ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None ☐ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

- None ☐ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

- None ☐ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

- None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
SulmeyerKupetz	2/2/2011	\$25,000
333 South Hope Street, 35th Floor	2/4/2011	\$25,000
Los Angeles, CA 90071	2/8/2011	\$50,000
	SulmeyerKupetz was engaged by the three related Debtors as bankruptcy counsel prior to the Petition Date, and received \$150,000 in funds from the Debtors for all three cases.	\$50,000

10. Other transfers

- None ☒ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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- None ☒ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

- None ☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
U.S. Bank	Operating Checking Account No. 3420	\$144,188.25 10/1/2010
U.S. Bank	Payroll Checking Account No. 3412	\$0.00 10/1/2010

12. Safe deposit boxes

- None ☐ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

- None ☐ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

- None ☐ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

- None ☐ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

- None ☐ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None ☐ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☐ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☐ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18. Nature, location and name of business

- None ☐ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
No Fear MX, Inc.,	26-0432196	a California corporation 1812 Aston Ave Carlsbad, CA 92008	The three related Debtors function together as a business enterprise that primarily involves the retail sale of causal apparel and accessories as well as protective motocross equipment and the licensing of intellectual property rights.	2007 to present

- None ☐ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

- None ☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

Kenneth Aurigemma
1812 Aston Ave
Carlsbad, CA 92008

DATES SERVICES RENDERED

From 2007 to present

Andrea Cooksley
1812 Aston Ave
Carlsbad, CA 92008

From 2007 to present

- None ☐ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

McGladrey and Pullen, LLP

ADDRESS

Certified Public Accountants
1455 Frazee Rd, Ste 600
San Diego, CA 92108

DATES SERVICES RENDERED

From 2007 to present

RSM McGladry

1455 Frazee Rd, Ste 600
San Diego, CA 92108

From 2007 to present

- None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME

Same as 19a

ADDRESS

- None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

See following:

DATE ISSUED

In connection with a failed reverse merger with Gatorz, Inc., No Fear Retail Stores, Inc., issued consolidated financial statements which were published on the SEDAR website of the Canadian Securities Administrators in 2010.

20. Inventories

- None ☐ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

January 4, 2011

INVENTORY SUPERVISOR

Gary Kopren

DOLLAR AMOUNT OF INVENTORY

(Specify cost, market or other basis)

\$223,049.87

September 2, 2010

Gary Kopren

\$428,201.28

- None ☐ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY

January 4, 2011

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS

Kenneth Aurigemma
1812 Aston Ave
Carlsbad, CA 92008

DATE OF INVENTORY
September 2, 2010

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY
RECORDS
Kenneth Aurigemma
1812 Aston Ave
Carlsbad, CA 92008

21. Current Partners, Officers, Directors and Shareholders

None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Mark Simo 1812 Aston Ave Carlsbad, CA 92008	Chief Executive Officer and Director	
Brian Simo 1812 Aston Ave Carlsbad, CA 92008	President, Assistant Secretary and Director	
Scott Benjamin 1812 Aston Ave Carlsbad, CA 92008	Executive Vice President, Secretary, General Counsel and Director	
Ken Aurigemma 1812 Aston Ave Carlsbad, CA 92008	Chief Financial Officer	

22. Former partners, officers, directors and shareholders

None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None ☒ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23. Withdrawals from a partnership or distributions by a corporation

None ☒ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.

None ☒ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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25. Pension Funds.

None

■ If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date March 28, 2011

Signature /s/ Mark Simo
Mark Simo
Chief Executive Officer

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

**United States Bankruptcy Court
Southern District of California**

In re NO FEAR MX, INC., a California corporation
Debtor

Case No. 11-02897
Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
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None

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Executive Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date March 28, 2011

Signature /s/ Mark Simo
Mark Simo
Chief Executive Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

**United States Bankruptcy Court
Southern District of California**

In re NO FEAR MX, INC., a California corporation

Debtor(s)

Case No. 11-02897

Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for NO FEAR MX, INC., a California corporation in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

☒ None [*Check if applicable*]

March 28, 2011

Date

/s/ David S. Kupetz, Esq. (State Bar No.

David S. Kupetz, Esq. (State Bar No. 125062)

Signature of Attorney or Litigant

Counsel for NO FEAR MX, INC., a California corporation

SulmeyerKupetz

333 South Hope Street

35th Floor

Los Angeles, CA 90071-1406

213.626.2311 Fax:213.629.4520

CSD 1099 (Page 2) [09/26/06]

INSTRUCTIONS

1. Local Form CSD 1101, *NOTICE TO CREDITORS OF THE ABOVE-NAMED DEBTOR ADDED BY AMENDMENT OR BALANCE OF SCHEDULES*, may be used to notify any added entity. When applicable, copies of the following notices shall accompany the notice: Order for and Notice of Section 341(a) Meeting, Discharge of Debtor, Notice of Order Confirming Plan, and Proof of Claim.
2. If not filed previously and this is an ECF case, the *DECLARATION RE: ELECTRONIC FILING OF PETITION, SCHEDULES & STATEMENTS* (Local Form CSD 1801) must be filed in accordance with General Order #162.

CERTIFICATE OF SERVICE

I, the undersigned whose address appears below, certify:

That I am, and at all times hereinafter mentioned was, more than 18 years of age;

That on March 30, 2011, I served a true copy of the within BALANCE OF SCHEDULES AND/OR CHAPTER 13 PLAN by
[describe here mode of service] U.S. Mail

on the following persons [set forth name and address of each person served]:



For Chpt. 7, 11, & 12 cases:

UNITED STATES TRUSTEE
Department of Justice
402 West Broadway, Suite 600
San Diego, CA 92101



For ODD numbered Chapter 13 cases:

THOMAS H. BILLINGSLEA, JR., TRUSTEE
530 "B" Street, Suite 1500
San Diego, CA 92101



For EVEN numbered Chapter 13 cases:

DAVID L. SKELTON, TRUSTEE
525 "B" Street, Suite 1430
San Diego, CA 92101-4507



Chpt. 7 Trustee, if any:



If Chpt. 11, each member of any committee appointed: SEE ATTACHED SERVICE LIST

I certify under penalty of perjury that the foregoing is true and correct.

Executed on March 30, 2011
(Date)

/s/ Steven F. Werth, Esq.

Steven F. Werth, Esq.
SulmeyerKupetz
333 South Hope Street
35th Floor
Los Angeles, CA 90071-1406
Address

In re
NO FEAR RETAIL STORES, INC.
Case No. 11-02896-11

Jointly Administered with Case Nos.
NO FEAR MX, INC. 11-02897-MM11
SIMO HOLDINGS, INC. 11-02898-MM11

SERVICE LIST

Via U.S. Mail and Email:

OFFICE OF THE UNITED STATES TRUSTEE

Attn: Haeji Hong
402 W. Broadway, Suite 600
San Diego, CA 92101-8511
Haeji.Hong@usdoj.gov

Via Email:

OFFICIAL COMMITTEE OF UNSECURED CREDITORS —
NO FEAR RETAIL STORES, INC.

La Jolla Group
Attn: Bill Bussiere,
14350 Myford Road
Irvine, CA 92606
bill.bussiere@lajollagroup.com

Reno Retail Company, LLC
Attn: Jeffrey M. Pomeroy
2222 Arlington Avenue
Birmingham, AL 35205
jpomeroy@bayerproperties.com

SRH Productions Inc.
Attn: Ryan White
2826 La Mirada Dr., Suite B
Vista, CA 92081
Ryan@srh.com

COUNSEL FOR OFFICIAL COMMITTEE OF UNSECURED CREDITORS —
NO FEAR RETAIL STORES, INC.

Jeffrey W. Dulberg
Pachulski Stang Ziehl & Jones LLP
10100 Santa Monica Blvd., Suite 1100
Los Angeles, CA 90067
jdulberg@pszjlaw.com

COUNSEL FOR OFFICIAL COMMITTEE OF UNSECURED CREDITORS —
NO FEAR RETAIL STORES, INC.

Jeffrey N. Pomerantz
Pachulsky, Stang, Ziehl and Young P.C.
10100 Santa Monica Blvd., Suite 1100
Los Angeles, CA 90067
jpomerantz@pszjlaw.com